

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:	:	Chapter 11
	:	
NORTHWESTERN CORPORATION,	:	Case No. 03-12872 (JLP)
	:	
Reorganized Debtor.	:	
	:	
	:	
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**NOTICE OF APPEAL OF THE ORDER WITH RESPECT TO FINAL FEE
APPLICATION OF LAZARD FRÈRES & CO. LLC (Dkt. No. 3045)**

Lazard Frères & Co. LLC ("Lazard"), by its undersigned attorneys, hereby appeals, pursuant to 28 U.S.C. § 158(a) and Fed. R. Bankr. P. 8001(a), the Order With Respect to Final Fee Application of Lazard Frères & Co. LLC (Docket No. 3045) (attached hereto as Exhibit A, the "Order") entered by this Court on May 5, 2005.

The names of all parties to the Order and the names, addresses, and telephone numbers of their respective attorneys are as follows:

The Debtor:

William M. Austin, Esq.
NorthWestern Corporation
125 South Dakota Avenue, Ste. 11
Sioux Falls, SD 57104
Tel: (605) 978-2908

The United States Trustee:

Mark Kenney, Esq.
Office of the United States Trustee
844 King Street, Room 2313
Wilmington, DE 19801
Tel: (302) 573-6491

Fee Auditor:

Warren H. Smith
Warren H. Smith & Assocs, P.C.
325 N. St. Paul, Suite 1275
Dallas, TX 75201
Tel: (214) 698-3868

Counsel to the Debtors:

Jesse H. Austin, Esq.
Karol Denniston, Esq.
Paul, Hastings, Janofsky & Walker LLP
600 Peachtree Road, N.E.
Atlanta, GA 30308
Tel: (404) 815-2400

Victoria Watson Counihan, Esq.
William E. Chipman, Jr., Esq.
Greenberg Traurig, LLP
The Branywine Building
1000 West Street, Suite 1540
Wilmington, DE 19801
Tel: (302) 661-7000

**Counsel to the Official
Committee of Unsecured Creditors:**

Neil B. Glassman, Esq.
Charlene D. Davis, Esq.
The Bayard Firm
222 Delaware Avenue
Wilmington, DE 19801
Tel: (302) 429-4224

Alan Kornberg, Esq.
Talia Gill, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison, LLP
1285 Avenue of the Americas
New York, NY 10019
Tel: (212) 373-3000

Dated: Wilmington, Delaware
May 10, 2005

/s/ Anthony W. Clark
Anthony W. Clark (I.D. No. 2051)
Albert Theodore Powers III (I.D. No. 4490)
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
One Rodney Square
Wilmington, Delaware 19899
(302) 651-3000

Attorneys for Lazard Frères & Co. LLC